

RECORDATION NO. 27446 A FILED

APR 03 '08 -9 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

April 3, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of March 25, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27446.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, OH 43537

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Minneapolis, MN 55479

Anne K. Quinlan, Esquire  
April 3, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

7 tank cars: UCFX 30001 - UCFX 30008 (excluding UCFX 30006); AND  
27 covered hopper railcars within the series UCFX 57240 - UCFX 57302  
as more particularly set forth in the attachment to the document.

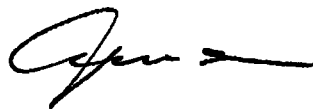
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 27446 <sup>A</sup> FILED

APR 03 '08 -9 00 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered effective as of March 25, 2008, by and between The Andersons, Inc. ("Assignor") and Wells Fargo Equipment Finance, Inc. ("Assignee").

WHEREAS, Assignor is Lessor by assignment of U. C. Trust No. 18 Lease dated as of April 1, 1979 between The Connecticut Bank and Trust Company, as Trustee and Union Carbide Corporation. ("Lessee") and Second Lease Extension Agreement to Lease Supplement No. 3 dated September 25, 2006 between Lessee and Lessor ("Old Lease") and has entered into Third Lease Extension Agreement to Lease Supplement No. 3 Deal R01219 dated March 6, 2008 with Lessee ("New Lease") both of which have been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Memorandum of Assignment and assigned recordation number 27446.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

***[Signature Pages to Follow]***

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: THE ANDERSONS, INC.

By: Nicholas C. Conrad  
Nicholas C. Conrad  
Assistant Treasurer

STATE OF OHIO     )  
COUNTY OF LUCAS    ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, Assistant Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

3/1st In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of March, 2008.



Judy A. Baldwin  
Notary Public  
My commission expires 02/01/2010  
JUDY A. BALDWIN  
Notary Public, State of Ohio  
Commission Expires 02/01/2010

ASSIGNEE: WELLS FARGO EQUIPMENT FINANCE,  
INC.

By: [Signature]  
Name: Jacqueline Barragan  
Title: AVP

STATE OF Minnesota )  
COUNTY OF Hennepin ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Jacqueline Barragan, the AVP of Wells Fargo Equipment Finance, Inc. a Minnesota corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

in Testimony Whereof, I have hereunto set my hand and official seal at  
this 2<sup>nd</sup> day of April, 2008.

[Signature]  
Notary Public  
My Commission Expires: 1/31/13



**EQUIPMENT**  
**Union Carbide**

**A. Covered Hopper Cars**

**Twenty seven (27) 100-Ton CP5701 Center Flow Covered Hopper Cars, marked as follows:**

UCFX 057240	UCFX 057278	UCFX 057282
UCFX 057241	UCFX 057281	UCFX 057285
UCFX 057243	UCFX 057284	UCFX 057286
UCFX 057249	UCFX 057299	UCFX 057287
UCFX 057256	UCFX 057242	UCFX 057289
UCFX 057261	UCFX 057245	UCFX 057290
UCFX 057263	UCFX 057246	UCFX 057293
UCFX 057272	UCFX 057260	UCFX 057294
UCFX 057276	UCFX 057266	UCFX 057302

**B. Remaining Tank Cars**

**Seven (7) 100-Ton Roller Bearing DOT 111A100W1 30,900 Gallon N/C, N/I Tank Cars, marked as follows:**

UCFX 030001	UCFX 030004	UCFX 030008
UCFX 030002	UCFX 030005	
UCFX 030003	UCFX 030007	

**EQUIPMENT**  
**Union Carbide**

**A. Covered Hopper Cars**

Twenty seven (27) 100-Ton CF5701 Center Flow Covered Hopper Cars, marked as follows:

UCFX 057240	UCFX 057278	UCFX 057282
UCFX 057241	UCFX 057281	UCFX 057285
UCFX 057243	UCFX 057284	UCFX 057286
UCFX 057249	UCFX 057289	UCFX 057287
UCFX 057256	UCFX 057242	UCFX 057289
UCFX 057261	UCFX 057245	UCFX 057290
UCFX 057263	UCFX 057246	UCFX 057293
UCFX 057272	UCFX 057260	UCFX 057294
UCFX 057276	UCFX 057266	UCFX 057302

**B. Remaining Tank Cars**

Seven (7) 100-Ton Roller Bearing DOT 111A100W1 30,900 Gallon N/C, N/I Tank Cars, marked as follows:

UCFX 030001	UCFX 030004	UCFX 030008
UCFX 030002	UCFX 030005	
UCFX 030003	UCFX 030007	

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

4/3/08



\_\_\_\_\_  
Robert W. Alvord